SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15 (d) of the
Securities Exchange Act of 1934

For the quarterly period ended June 30, 2002

Commission File Number: 0-29227

MEDIACOM COMMUNICATIONS CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	06-1566067
(State of incorporation)	(I.R.S. Employer Identification Number)

100 Crystal Run Road
Middletown, NY 10941
(Address of principal executive offices)

(845) 695-2600
(Registrant's telephone number)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes X No ____

As of June 30, 2002, there were 90,659,096 shares of Class A common stock and 29,282,990 shares of Class B common stock outstanding.

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

FORM 10-Q
FOR THE PERIOD ENDED JUNE 30, 2002

TABLE OF CONTENTS

PART I

PART II

You should carefully review the information contained in this Quarterly Report and in other reports or documents that we file from time to time with the Securities and Exchange Commission (the "SEC"). In this Quarterly Report, we state our beliefs of future events and of our future financial performance. In some cases, you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. You should be aware that those statements are only our predictions. Actual events or results may differ materially. In evaluating those statements, you should specifically consider various factors, including the risks discussed in our Annual Report on Form 10-K for the year ended December 31, 2001 and other reports or documents that we file from time to time with the SEC. Those factors may cause our actual results to differ materially from any of our forward-looking statements. All forward-looking statements attributable to us or a person acting on our behalf are expressly qualified in their entirety by this cautionary statement.

PART I

ITEM 1. FINANCIAL STATEMENTS

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(All dollar amounts in 000's)
(Unaudited)

	June 30, 2002	December 31, 2001
ASSETS		
Cash and cash equivalents	$ 44,831	$ 63,307
Investments	4,070	4,070
Subscriber accounts receivable, net of allowance for doubtful accounts of $3,442 and $3,243, respectively	38,104	29,818
Prepaid expenses and other assets	15,253	13,678
Investment in cable television systems:		
Inventory	31,428	53,676
Property, plant and equipment, net of accumulated depreciation of $495,612 and $374,268, respectively	1,359,616	1,280,530
Intangible assets, net of accumulated amortization of $272,192 and $250,288, respectively	2,138,338	2,151,805
Total investment in cable television systems	3,529,382	3,486,011
Other assets, net of accumulated amortization of $15,023 and $11,474, respectively	48,572	52,163
Total assets	$ 3,680,212	$ 3,649,047
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Debt	$ 2,900,000	$ 2,798,000
Accounts payable and accrued expenses	292,329	292,193
Deferred revenue	45,915	46,150
Deferred income tax liability	4,878	5,128
Total liabilities	$ 3,243,122	$ 3,141,471
STOCKHOLDERS' EQUITY		
Class A common stock, $.01 par value; 300,000,000 shares authorized; 90,659,096 and 90,539,380 shares issued and outstanding, as of June 30, 2002 and December 31, 2001, respectively	906	905
Class B common stock, $.01 par value; 100,000,000 shares authorized; 29,282,990 and 29,342,990 shares issued and outstanding as of June 30, 2002 and December 31, 2001, respectively	293	293
Additional paid in capital	976,950	974,760
Accumulated deficit	(541,059)	(468,382)
Total stockholders' equity	437,090	507,576
Total liabilities and stockholders' equity	$ 3,680,212	$ 3,649,047

The accompanying notes to consolidated financial statements are an integral part of these statements.

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE LOSS
(All amounts in 000's, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2002	2001	2002	2001
Revenues	$ 230,792	$ 91,864	$ 450,339	$ 180,995
Costs and expenses:				
Service costs	89,082	31,370	180,752	61,644
Selling, general and administrative expenses	42,617	14,834	83,596	30,004
Corporate expenses	3,159	1,950	6,244	3,467
Depreciation and amortization	81,707	53,123	152,565	104,080
Non-cash stock charges relating to corporate expenses	505	688	1,463	1,883
Operating income (loss)	13,722	(10,101)	25,719	(20,083)
Interest expense, net	46,599	22,426	93,286	43,159
Loss (gain) on derivative instruments, net	1,716	(232)	(853)	1,397
Other expenses (income)	2,869	361	5,913	(29,111)
Net loss before provision for income taxes	(37,462)	(32,656)	(72,627)	(35,528)
Provision for income taxes	25	62	50	125
Net loss before cumulative effect of accounting change	(37,487)	(32,718)	(72,677)	(35,653)
Cumulative effect of accounting change, net of tax	--	--	--	(1,642)
Net loss	$ (37,487)	$ (32,718)	$ (72,677)	$ (37,295)
Unrealized gain on investments	--	1,012	--	326
Comprehensive loss	$ (37,487)	$ (31,706)	$ (72,677)	$ (36,969)
Basic and diluted loss per share:				
Before cumulative effect of accounting change	$ (0.31)	$ (0.35)	$ (0.61)	$ (0.39)
Cumulative effect of accounting change	--	--	--	(0.02)
Loss per share	$ (0.31)	$ (0.35)	$ (0.61)	$ (0.41)
Weighted average common shares outstanding	119,942	92,921	119,917	91,447

The accompanying notes to consolidated financial statements are an integral part of these statements.

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(All dollar amounts in 000's)
(Unaudited)

	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:		
Net loss	$ (72,677)	$ (37,295)
Adjustments to reconcile net loss to net cash flows from operating activities:		
Depreciation and amortization	152,565	101,953
(Gain) loss on derivative instruments, net	(853)	1,397
Vesting of management stock	1,463	1,883
Deferred income taxes	(250)	--
Amortization of SoftNet revenue	--	(287)
Termination of SoftNet agreement	--	(29,957)
Amortization of deferred financing costs	3,262	2,127
Cumulative effect of accounting change, net of tax	--	1,642
Changes in assets and liabilities, net of effects from acquisitions:		
Subscriber accounts receivable, net	(8,301)	828
Prepaid expenses and other assets	(1,575)	(4,487)
Accounts payable and accrued expenses	983	14,997
Deferred revenue	(235)	(121)
Net cash flows provided by operating activities	74,382	52,680
CASH FLOWS USED IN INVESTING ACTIVITIES:		
Capital expenditures	(186,928)	(108,497)
Cash deposited in escrow	--	(418,667)
Acquisitions of cable television systems	(6,548)	(308,116)
Other investment activities	(1,868)	(936)
Sale of short-term investments, net	--	(264,924)
Net cash flows used in investing activities	(195,344)	(1,101,140)
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES:		
New borrowings	227,000	1,119,500
Repayment of debt	(125,000)	(471,000)
Net proceeds from sale of Class A common stock	--	433,019
Proceeds from issuance of common stock in employee stock purchase plan and options exercised	728	340
Financing costs	(242)	(29,390)
Net cash flows provided by financing activities	102,486	1,052,469
Net (decrease) increase in cash and cash equivalents	(18,476)	4,009
CASH AND CASH EQUIVALENTS, beginning of period	63,307	4,152
CASH AND CASH EQUIVALENTS, end of period	$ 44,831	$ 8,161
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	$ 101,764	$ 30,500

The accompanying notes to consolidated financial statements are an integral part of these statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Organization

Mediacom Communications Corporation ("MCC,") and collectively with its direct and indirect subsidiaries, the ("Company") is involved in the acquisition and development of cable television systems serving smaller cities and towns in the United States. Through these cable systems, the Company provides entertainment, information and telecommunications services to its subscribers. As of June 30, 2002, the Company had acquired and was operating cable systems in 23 states, principally Alabama, California, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Minnesota, Missouri, North Carolina and South Dakota.

MCC, a Delaware corporation organized in November 1999, completed an initial public offering on February 9, 2000. Prior to the initial public offering, MCC had no assets, liabilities, contingent liabilities or operations. Immediately prior to the completion of its initial public offering, MCC issued shares of its Class A and Class B common stock in exchange for all of the outstanding membership interests in Mediacom LLC, a New York limited liability company organized in July 1995. As a result of this exchange, Mediacom LLC became a wholly-owned subsidiary of MCC.

Mediacom Broadband LLC, a wholly-owned subsidiary of MCC, was organized as a Delaware limited liability company in April 2001 for the purpose of acquiring cable television systems from AT&T Broadband, LLC ("AT&T Broadband") in the states of Georgia, Illinois, Iowa and Missouri (the "AT&T cable systems"). The Company completed the acquisitions of the AT&T cable systems in June and July 2001.

(2) Statement of Accounting Presentation and Other Information

Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements as of June 30, 2002 and 2001 are unaudited. However, in the opinion of management, such statements include all adjustments, including normal recurring adjustments, necessary for a fair presentation of the results for the periods presented. The accounting policies followed during such interim periods reported are in conformity with generally accepted accounting principles in the United States of America and are consistent with those applied during annual periods. For additional disclosures, including a summary of the Company's accounting policies, the interim financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2001 (File No. 0-29227). The results of operations for the interim periods are not necessarily indicative of the results that might be expected for future interim periods or for the full year ending December 31, 2002. In accordance with EITF No. 01-09, the Company has revised its classification of distribution fees, received in exchange for carriage of programming services, from revenues to an offset to service costs in its consolidated statements of operations and comprehensive loss. As a result, the Company has reclassified 2001 amounts to conform with the 2002 presentation.

Cumulative Effect of Accounting Change

Effective January 1, 2001, the Company adopted Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities." As a result, the Company recorded an after tax charge of approximately $1.6 million, as a change in accounting principle, in the first quarter of 2001.

Reclassifications

Certain reclassifications have been made to prior year's amounts to conform to the current year's presentation.

Recent Accounting Pronouncements

Effective January 1, 2002, the Company adopted, Statement of Financial Accounting Standards No. 141 ("SFAS 141") "Business Combinations" and No. 142 ("SFAS 142") "Goodwill and Other Intangible Assets". SFAS 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Adoption of SFAS 141 had no effect on the Company's results of operations or financial position as the Company accounts for all acquisitions under the purchase method. The provisions of SFAS 142 prohibit the amortization of goodwill and indefinite-lived intangible assets, which are required to be tested annually for impairment. The Company has determined that its cable franchise costs are indefinite-lived assets. The impact of adopting SFAS 142 was to reduce amortization expense by $72.9 million for the six months ended June 30, 2002. Based on the Company's review, there has been no impairment of goodwill and indefinite-lived intangible assets under SFAS 142.

The following table provides a reconciliation of the pro forma results of operations for the six months ended June 30, 2001 to the pro forma net loss that would have been reported had SFAS No. 142 been applied as of January 1, 2001, assuming the purchase of the AT&T cable systems had been consummated as of January 1, 2001 (dollars in thousands):

Reported pro forma net loss	$ (114,674)
Add back: franchise cost amortization	72,261
Add back: goodwill amortization	650
Adjusted pro forma net loss	$ (41,763)
Reported pro forma basic and diluted loss per share	$ (1.25)
Add back: franchise cost amortization	.79
Add back: goodwill amortization	.01
Adjusted pro forma basic and diluted loss per share	$ (.45)

As of June 30, 2002, intangible assets subject to amortization principally consisted of subscriber lists, which are being amortized over five years, and covenants not to compete, which are being amortized over three to seven years. As of June 30, 2002, these amortizable intangible assets had a gross value of $223.3 million, with accumulated amortization of $114.2 million. The Company's estimated aggregate amortization expense for the remainder of 2002 through 2006 is $21.9 million, $37.1 million, $16.7 million, $16.7 million and $16.7 million, respectively.

In July 2001, the FASB issued Statement of Financial Accounting Standards No. 143 ("SFAS 143"), "Accounting for Asset Retirement Obligations," which addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. SFAS 143 will become effective for fiscal years beginning after June 15, 2002. The Company does not expect that adoption of SFAS 143 will have a material impact on its results of operations or financial position.

In August 2001, the FASB issued Statement of Financial Accounting Standards No. 144 ("SFAS 144") "Accounting for the Impairment or Disposal of Long-Lived Assets," which addresses financial accounting and reporting for the impairment or disposal of long-lived assets and provides guidance on classification and accounting for such assets when held for sale or abandonment. The Company adopted this standard effective January 1, 2002 and there was no impact on its results of operations or financial position.

(3) Acquisitions

The Company made acquisitions of cable systems in 2002 and 2001 to increase the number of customers and markets it serves. These acquisitions were accounted for using the purchase method of accounting, and accordingly, the purchase price of the acquired systems has been allocated to the assets acquired and liabilities assumed at their estimated fair values at their respective date of acquisition. The results of operations of the acquired systems have been included with those of the Company since the dates of acquisition.

2002

During the three months ended March 31, 2002, the Company acquired cable systems serving approximately 3,000 basic subscribers for an aggregate purchase price of approximately $6.5 million. The purchase price has been preliminarily allocated to intangible assets. The cable systems serve communities contiguous with the Company's existing operations. These acquisitions were financed with borrowings under the Company's subsidiary credit facilities.

2001

On June 29, 2001, the Company acquired cable systems serving approximately 94,000 basic subscribers in the state of Missouri from affiliates of AT&T Broadband, for a purchase price of approximately $300.0 million. The purchase price has been preliminarily allocated as follows: approximately $82.2 million to property, plant and equipment and approximately $217.8 million to intangible assets. Such allocations are subject to adjustments based upon the final appraisal information received by the Company. This acquisition was financed with a portion of the net proceeds from the Company's public offering of 29.9 million shares of its Class A common stock.

On July 18, 2001, the Company acquired cable systems serving approximately 706,000 basic subscribers in the states of Georgia, Illinois and Iowa from affiliates of AT&T Broadband, for an aggregate purchase price of approximately $1.77 billion. The purchase price has been preliminarily allocated as follows: approximately $478.9 million to property, plant and equipment and approximately $1.29 billion to intangible assets. Such allocations are subject to adjustments based upon the final appraisal information received by the Company. This acquisition was financed with a portion of the net proceeds from the Company's public offerings of 29.9 million shares of its Class A common stock and its 5 1/4% convertible senior notes due 2006, the net proceeds of its 11% senior notes due 2013 and borrowings under the Company's subsidiary credit facilities.

The opening balance sheet for the cable systems acquired in 2001 is as follows (dollars in thousands):

Accounts receivable	$ 5,758
Intangible assets	1,551,188
Property, plant and equipment	562,646
Accrued expenses	(6,256)
Total	$ 2,113,336

Summarized below are the pro forma unaudited results of operations for the six months ended June 30, 2001, assuming the purchase of the AT&T cable systems had been consummated as of January 1, 2001. Adjustments have been made to depreciation and amortization, reflecting the fair value of the assets acquired, and to interest expense reflecting the debt incurred to finance the acquisitions. The pro forma results may not be indicative of the results that would have occurred if the acquisitions had been completed at the beginning of the period presented or which may be obtained in the future (in thousands, except per share amounts):

Revenues	$ 410,986
Operating loss	(41,767)
Net loss	(114,674)
Basic and diluted loss per share	$ (1.25)
Weighted average common shares outstanding	91,447

(4) Loss Per Share

The Company calculates loss per share in accordance with Statement of Financial of Accounting Standards No. 128 ("SFAS 128"), "Earnings per Share." Since the Company has reported a net loss for the periods, the effects of the inclusion of stock options and convertible debt would be anti-dilutive and therefore, in accordance with SFAS 128, are not included in the computation of diluted loss per share.

(5) Debt

As of June 30, 2002 and December 31, 2001, debt consisted of:

	June 30, 2002	December 31, 2001
	(dollars in thousands)	
Bank credit facilities	$1,502,500	$1,400,500
8 1/2% senior notes	200,000	200,000
7 7/8% senior notes	125,000	125,000
9 1/2% senior notes	500,000	500,000
11% senior notes	400,000	400,000
5 1/4% convertible senior notes	172,500	172,500
	$2,900,000	$2,798,000

The average interest rate on outstanding debt under the bank credit facilities was 3.7% for the three months ended June 30, 2002 before giving effect to the interest rate exchange agreements discussed below. As of June 30, 2002, the Company had unused credit commitments of approximately $990.5 million under its bank credit facilities, of which about $794.0 million could be borrowed and used for general corporate purposes under the most restrictive covenants in the Company's debt arrangements. The Company was in compliance with all debt covenants as of June 30, 2002.

The Company uses interest rate exchange agreements in order to fix the interest rate for the duration of the contract as a hedge against interest rate volatility. As of June 30, 2002, the Company had entered into interest rate exchange agreements with various banks pursuant to which the interest rate on $320.0 million is fixed at a weighted average rate of approximately 5.5%, plus the average applicable margin over the eurodollar rate option under the bank credit agreements. Under the terms of the interest rate exchange agreements, which expire from 2002 through 2007, the Company is exposed to credit loss in the event of nonperformance by the other parties. However, the Company does not anticipate their nonperformance.

The fair value of the interest rate exchange agreements is the estimated amount that the Company would receive or pay to terminate such agreements, taking into account current interest rates and the current creditworthiness of the Company's counterparties. At June 30, 2002, the Company would have paid approximately $9.2 million if the exchange agreements were terminated, inclusive of accrued interest.

(6) SoftNet

As of January 31, 2001, the Company formally terminated its relationship with SoftNet in all material respects. The Company recognized revenue of approximately $0.3 million for the period ended January 31, 2001 and recognized the remaining deferred revenue of approximately $30.0 million as other income in the consolidated statements of operations in the first quarter of 2001.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Company's consolidated financial statements as of and for the three and six months ended June 30, 2002 and 2001 and with the Company's annual report on Form 10-K for the year ended December 31, 2001.

Organization

Mediacom Communications Corporation ("MCC") was organized as a Delaware corporation in November 1999 and completed an initial public offering in February 2000. Immediately prior to the completion of its initial public offering, MCC issued shares of common stock in exchange for all of the outstanding membership interests in Mediacom LLC, a New York limited liability company, upon which Mediacom LLC became MCC's wholly-owned subsidiary. Mediacom LLC commenced operations in March 1996.

Mediacom Broadband LLC, a wholly-owned subsidiary of MCC, was organized as a Delaware limited liability company in April 2001 for the purpose of acquiring cable systems from AT&T Broadband, LLC. Mediacom Broadband LLC's operating subsidiaries completed the acquisitions of the AT&T cable systems in June and July 2001.

Acquisitions

The Company has significantly expanded its business through acquisitions. All acquisitions have been accounted for under the purchase method of accounting and, therefore, the Company's historical results of operations include the results of operations for each acquired system subsequent to its respective acquisition date. These acquisitions affect the comparability of the Company's historical results of operations.

2002 Acquisitions

During the three months ended March 31, 2002, the Company acquired cable systems serving approximately 3,000 basic subscribers for an aggregate purchase price of approximately $6.5 million. These acquisitions were financed with borrowings under the Company's bank credit facilities. The cable systems serve communities contiguous with the Company's existing operations.

2001 Acquisitions

On June 29, 2001, the Company completed the acquisition of AT&T cable systems serving approximately 94,000 basic subscribers in the state of Missouri. The purchase price for these cable systems was approximately $300.0 million.

On July 18, 2001, the Company completed the acquisitions of AT&T cable systems serving approximately 706,000 basic subscribers in the states of Georgia, Illinois and Iowa. The aggregate purchase price for these cable systems was approximately $1.77 billion.

General

The Company has generated significant increases in revenues principally as a result of its acquisition activities and increases in monthly revenues per basic subscriber. Approximately 89.2% of the Company's revenues for the six months ended June 30, 2002 are attributable to video revenues from monthly subscription fees charged to customers for the Company's core cable television services, including basic, expanded basic and premium programming, digital cable television programming services, wire maintenance, equipment rental, services to commercial establishments, pay-per-view charges, installation and reconnection fees, late payment fees, and other ancillary revenues. Data revenues from cable modem service and advertising revenues represent 6.8% and 4.0% of revenues, respectively. Franchise fees charged to customers are included in their corresponding revenue category.

The Company's operating expenses consist of service costs and selling, general and administrative expenses directly attributable to its cable systems. Service costs include fees paid to programming suppliers, expenses related to copyright fees, wages and salaries of technical personnel, high-speed Internet access costs and plant operating costs. Programming costs have historically increased at rates in excess of inflation due to increases in the number of programming services the Company has offered and significant increases in the rates charged for the programming services already carried on the Company's cable systems. Under the Federal Communication Commission's existing cable rate regulations, the Company's allowed to increase its rates for cable television services to more than cover any increases in the programming costs. However, competitive conditions or other factors in the marketplace may limit the Company's ability to increase its rates. Selling, general and administrative expenses include wages and salaries for customer service and administrative personnel, franchise fees and expenses related to billing, marketing, bad debt, advertising and office administration. Corporate expenses reflect compensation of corporate employees and other corporate overhead.

The high level of depreciation and amortization associated with the Company's acquisition activities and capital investment program, as well as the interest expense related to the Company's financing activities, have caused the Company to report net losses in its limited operating history. The Company believes that such net losses are common for cable television companies and anticipates that it will continue to incur net losses for the foreseeable future.

Operating cash flow represents operating income (loss) before depreciation and amortization and non-cash stock charges relating to corporate expenses. Operating cash flow:

- is not intended to be a performance measure that should be regarded as an alternative either to operating income (loss) or net income (loss) as an indicator of operating performance, or to the statement of cash flows as a measure of liquidity;

- is not intended to represent funds available for debt service, dividends, reinvestment or other discretionary uses; and

- should not be considered in isolation or as a substitute for measures of performance prepared in accordance with generally accepted accounting principles.

Operating cash flow is included herein because the Company's management believes that operating cash flow is a meaningful measure of performance as it is commonly used by the cable television industry and by the investment community to analyze and compare cable television companies. The Company's definition of operating cash flow may not be identical to similarly titled measures reported by other companies.

Critical Accounting Policies

The following represents the Company's critical accounting policies which reflect significant judgments and uncertainties and could possibly result in materially different results under different conditions or assumptions.

Property, Plant and Equipment

In accordance with Statement of Financial Accounting Standards No. 51, "Financial Reporting by Cable Television Companies," the Company capitalizes a portion of direct and indirect costs related to the construction, replacement and installation of property, plant and equipment. Capitalized costs are recorded as additions to property, plant and equipment and depreciated over the life of the related assets. The Company performs periodic evaluations of the estimates used to determine the amount of costs that are capitalized.

Impairment of Long-Lived Assets

The Company follows the provisions of Statement of Financial Accounting Standards No. 121 ("SFAS 121"), "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of," which requires that long-lived assets and certain identifiable intangibles to be held and used by any entity be reviewed for impairment at each year end and whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Based on the Company's review, there has been no impairment of long-lived assets under SFAS 121.

Goodwill and Other Intangible Assets

Effective January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142 ("SFAS 142"), "Goodwill and Other Intangible Assets." The provisions of SFAS 142 prohibit the amortization of goodwill and indefinite-lived intangible assets and require assets to be tested annually for impairment. The Company has determined that its cable franchise costs are indefinite-lived assets. The impact of adopting SFAS 142 was to reduce amortization expense by $72.9 million for the six months ended June 30, 2002. Based on the Company's review, there has been no impairment of goodwill and indefinite-lived intangible assets under SFAS 142.

Actual Results of Operations

The following historical information includes the results of operations of the AT&T cable systems, acquired in June and July 2001, only for that portion of the respective period that such cable television systems were owned by the Company.

Basic subscribers were 1,585,000 at June 30, 2002, as compared to 868,000 at June 30, 2001, which included 94,000 basic subscribers in Missouri acquired on June 29, 2001 (the "Missouri systems") as part of the AT&T cable systems. Excluding the AT&T cable systems, basic subscribers declined to 752,000 at June 30, 2002 from 774,000 at June 30, 2001. The Company acquired 3,000 basic subscribers during the first quarter of 2002.

Digital customers were 329,000 at June 30, 2002, as compared to 86,000 at June 30, 2001, which included 20,000 digital customers in the Missouri systems. Excluding the AT&T cable systems, digital customers increased to 102,000 at June 30, 2002 from 66,000 at June 30, 2001.

Data customers were 145,000 at June 30, 2002, as compared to 31,000 at June 30, 2001, which included 10,000 data customers in the Missouri systems. Excluding the AT&T cable systems, data customers increased to 56,000 at June 30, 2002 from 21,000 at June 30, 2001.

Three Months Ended June 30, 2002 Compared to Three Months Ended June 30, 2001

Revenues. Revenues increased by 151.2% to $230.8 million for the three months ended June 30, 2002, as compared to $91.9 million for the three months ended June 30, 2001. Of the revenue increase of $138.9 million, $117.1 million was attributable to the acquisitions of the AT&T cable systems. Revenues by service offering are as follows (dollars in millions):

	Three Months Ended June 30,			
	2002		2001	
	Amount	% of Revenues	Amount	% of Revenues
Video	$204.4	88.6%	$ 88.8	96.6%
Data	16.6	7.2%	2.0	2.2%
Advertising	9.8	4.2%	1.1	1.2%
	$230.8	100.0%	$ 91.9	100.0%

Video revenues increased by 130.2% to $204.4 million for the three months ended June 30, 2002, as compared to $88.8 million for the three months ended June 30, 2001. Of the video revenue increase of $115.6 million, $102.4 million was attributable to the acquisitions of the AT&T cable systems. Excluding the effects of the AT&T cable systems acquisitions, video revenues increased primarily due to basic rate increases largely associated with new programming introductions and to customer growth in the Company's digital cable services.

Data revenues increased to $16.6 million for the three months ended June 30, 2002, as compared to $2.0 million for the three months ended June 30, 2001. Of the data revenue increase of $14.6 million, $6.8 million was attributable to the acquisitions of the AT&T cable systems. Excluding the effects of the AT&T cable systems acquisitions, data revenues increased primarily due to customer growth in the Company's high-speed Internet access service.

Advertising revenues increased to $9.8 million for the three months ended June 30, 2002, as compared to $1.1 million for the three months ended June 30, 2001. Of the advertising revenue increase of $8.7 million, $7.9 million was attributable to the acquisitions of the AT&T cable systems. Excluding the effects of the AT&T cable systems acquisitions, advertising revenues increased due to greater advertising capacity resulting from new channel additions.

Service costs. Service costs increased 184.0% to $89.1 million for the three months ended June 30, 2002, as compared to $31.4 million for the three months ended June 30, 2001. Service costs increased due to the acquisitions of the AT&T cable systems, higher programming expenses, including rate increases by programming suppliers for existing services and the costs of new channel additions, and greater service costs associated with customer growth in the Company's digital cable and high-speed Internet access services. As a percentage of revenues, service costs were 38.6% for the three months ended June 30, 2002, as compared with 34.1% for the three months ended June 30, 2001.

Selling, general and administrative expenses. Selling, general and administrative expenses increased 187.3% to $42.6 million for the three months ended June 30, 2002, as compared to $14.8 million for the three months ended June 30, 2001. Selling, general and administrative expenses increased primarily as a result of the acquisitions of the AT&T cable systems, and higher marketing expenses and taxes. As a percentage of revenues, selling, general and administrative expenses were 18.5% for the three months ended June 30, 2002 as compared with 16.1% for the three months ended June 30, 2001.

Corporate expenses. Corporate expenses increased 62.0% to $3.2 million for the three months ended June 30, 2002, as compared to $2.0 million for the three months ended June 30, 2001. This was principally due to an increase in corporate employees and their related costs. As a percentage of revenues, corporate expenses were 1.4% for the three months ended June 30, 2002 as compared with 2.1% for the three months ended June 30, 2001.

Depreciation and amortization. Depreciation and amortization increased 53.8% to $81.7 million for the three months ended June 30, 2002, as compared to $53.1 million for the three months ended June 30, 2001. This was due to the Company's purchase of the AT&T cable systems and capital expenditures associated with the upgrade of the Company's cable systems, partially offset by the impact of adopting SFAS 142, which reduced amortization expense by $36.5 million during the three months ended June 30, 2002.

Non-cash stock charges relating to corporate expenses. Non-cash stock charges relating to corporate expenses decreased 26.6% to $0.5 million for the three months ended June 30, 2002, as compared to $0.7 million for the three months ended June 30, 2001. This charge represents vesting in equity interests granted to certain members of MCC's management team in 1999.

Interest expense, net. Interest expense, net, increased 107.8% to $46.6 million for the three months ended June 30, 2002 as compared to $22.4 million for the three months ended June 30, 2001. This was due primarily to additional indebtedness resulting from the acquisitions of the AT&T cable systems, partially offset by lower interest rates on the Company's variable rate debt.

Loss (gain) on derivative instruments, net. Loss on derivative instruments, net, was $1.7 million for the three months ended June 30, 2002, as compared to a gain on derivative instruments, net, of $0.2 million for the three months ended June 30, 2001 primarily due to declining interest rates.

Other expenses (income). Other expenses were $2.9 million for the three months ended June 30, 2002, as compared to $0.4 million for the three months ended June 30, 2001. This was due primarily to commitment fees for the new bank credit facility related to the Company's acquisitions of the AT&T cable systems and amortization of deferred financing costs.

Net loss. Due to the factors described above, the Company generated a net loss of $37.5 million for the three months ended June 30, 2002 as compared to a net loss of $32.7 million for the three months ended June 30, 2001.

Operating cash flow. Operating cash flow increased 119.5% to $95.9 million for the three months ended June 30, 2002, as compared to $43.7 million for the three months ended June 30, 2001. Operating cash flow increased primarily due to the acquisitions of the AT&T cable systems, basic rate increases in the Company's video services and the increase in revenue resulting from customer growth in the Company's digital cable and high-speed Internet access services, partially offset by increases in programming and selling, general and administrative expenses. As a percentage of revenues, operating cash flow was 41.6% for the three months ended June 30, 2002 as compared with 47.6% for the three months ended June 30, 2001. The decrease was primarily due to the acquisitions of the AT&T cable systems, which had lower operating cash flow margins than the Company's other cable systems. The lower operating cash flow margins for the AT&T cable systems were primarily due to their higher programming costs as a percentage of revenues.

Six Months Ended June 30, 2002 Compared to Six Months Ended June 30, 2001

Revenues. Revenues increased by 148.8% to $450.3 million for the six months ended June 30, 2002, as compared to $181.0 million for the six months ended June 30, 2001. Of the revenue increase of $269.3 million, $230.0 million was attributable to the acquisitions of the AT&T cable systems. Revenues by service offering are as follows (dollars in millions):

	Six Months Ended June 30,			
	2002		2001	
	Amount	% of Revenues	Amount	% of Revenues
Video	$401.9	89.2%	$175.0	96.7%
Data	30.4	6.8%	3.8	2.1%
Advertising ..	18.0	4.0%	2.2	1.2%
	$450.3	100.0%	$181.0	100.0%

Video revenues increased by 129.7% to $401.9 million for the six months ended June 30, 2002, as compared to $175.0 million for the six months ended June 30, 2001. Of the video revenue increase of $226.9 million, $203.2 million was attributable to the acquisitions of the AT&T cable systems. Excluding the effects of the AT&T cable systems acquisitions, video revenues increased primarily due to basic rate increases largely associated with new programming introductions and to customer growth in the Company's digital cable services.

Data revenues increased to $30.4 million for the six months ended June 30, 2002, as compared to $3.8 million for the six months ended June 30, 2001. Of the data revenue increase of $26.6 million, $12.4 million was attributable to the acquisitions of the AT&T cable systems. Excluding the effects of the AT&T cable systems acquisitions, data revenues increased primarily due to customer growth in the Company's high-speed Internet access service.

Advertising revenues increased to $18.0 million for the six months ended June 30, 2002, as compared to $2.2 million for the six months ended June 30, 2001. Of the advertising revenue increase of $15.8 million, $14.4 million was attributable to the acquisitions of the AT&T cable systems. Excluding effects of the AT&T cable systems acquisitions, advertising revenues increased due to greater advertising capacity resulting from new channel additions.

Service costs. Service costs increased 193.2% to $180.8 million for the six months ended June 30, 2002, as compared to $61.6 million for the six months ended June 30, 2001. Service costs increased due to the acquisitions of the AT&T cable systems, higher programming expenses, including rate increases by programming suppliers for existing services and the cost of new channel additions, greater service costs associated with customer growth in the Company's digital cable and high-speed Internet access services and non-recurring incremental costs of $4.3 million related to the Company's high-speed Internet transition completed in February 2002. As a percentage of revenues, service costs were 40.1% for the six months ended June 30, 2002, as compared with 34.1% for the six months ended June 30, 2001.

Selling, general and administrative expenses. Selling, general and administrative expenses increased 178.6% to $83.6 million for the six months ended June 30, 2002, as compared to $30.0 million for the six months ended June 30, 2001. Selling, general and administrative expenses increased primarily as a result of the acquisitions of the AT&T cable systems, and higher marketing expenses and taxes. As a percentage of revenues, selling, general and administrative expenses were 18.6% for the six months ended June 30, 2002 as compared with 16.6% for the six months ended June 30, 2001.

Corporate expenses. Corporate expenses increased 80.1% to $6.2 million for the six months ended June 30, 2002, as compared to $3.5 million for the six months ended June 30, 2001. This was principally due to an increase in corporate employees and their related costs. As a percentage of revenues, corporate expenses were 1.4% for the six months ended June 30, 2002 as compared with 1.9% for the six months ended June 30, 2001.

Depreciation and amortization. Depreciation and amortization increased 46.6% to $152.6 million for the six months ended June 30, 2002, as compared to $104.1 million for the six months ended June 30, 2001. This increase was due to the Company's purchase of the AT&T cable systems and capital expenditures associated with the upgrade of the Company's cable systems, partially offset by the impact of adopting SFAS 142, which reduced amortization expense by $72.9 million during the six months ended June 30, 2002.

Non-cash stock charges relating to corporate expenses. Non-cash stock charges relating to corporate expenses decreased 22.3% to $1.5 million for the six months ended June 30, 2002, as compared to $1.9 million for the six months ended June 30, 2001. This charge represents vesting in equity interests granted to certain members of MCC's management team in 1999.

Interest expense, net. Interest expense, net, increased 116.1% to $93.3 million for the six months ended June 30, 2002 as compared to $43.2 million for the six months ended June 30, 2001. This was due primarily to additional indebtedness resulting from the acquisitions of the AT&T cable systems, partially offset by lower interest rates on the Company's variable rate debt.

Loss (gain) on derivative instruments, net. Gain on derivative instruments, net, was $0.9 million for the six months ended June 30, 2002, as compared to loss on derivative instruments, net, of $1.4 million for the six months ended June 30, 2001 primarily due to the decrease in the time to maturity of the Company's derivative instruments.

Other expenses (income). Other expenses were $5.9 million for the six months ended June 30, 2002, as compared to $29.1 million of other income for the six months ended June 30, 2001. Other expenses represented fees on unused credit commitments under the Company's bank credit facilities, including the new credit arrangement for the acquisition of the AT&T cable systems, and amortization of deferred financing costs. Other income reflected the recognition of the remaining $30.0 million of deferred revenue resulting from the termination of the Company's contract with SoftNet.

Net loss. Due to the factors described above, the Company generated a net loss of $72.7 million for the six months ended June 30, 2002 as compared to a net loss of $37.3 million for the six months ended June 30, 2001.

Operating cash flow. Operating cash flow increased 109.3% to $179.7 million for the six months ended June 30, 2002, as compared to $85.9 million for the six months ended June 30, 2001. Operating cash flow increased primarily due to the acquisitions of the AT&T cable systems, basic rate increases in the Company's video services and the increase in revenue resulting from customer growth in the Company's digital cable and high-speed Internet access services, partially offset by increases in programming and selling, general and administrative expenses and the non-recurring incremental costs related to the Company's high-speed Internet transition. As a percentage of revenues, operating cash flow was 39.9% for the six months ended June 30, 2002 as compared with 47.4% for the six months ended June 30, 2001. The decrease was primarily due to the acquisitions of the AT&T cable systems, which had lower operating cash flow margins than the Company's other cable systems and the non-recurring incremental costs related to the Company's high-speed Internet transition. The lower operating cash flow margins for the AT&T cable systems were primarily due to their higher programming costs as a percentage of revenue.

Liquidity and Capital Resources

The Company's business requires substantial capital for the upgrade, expansion and maintenance of its cable network. In addition, the Company has pursued, and will continue to pursue, a business strategy that includes selective acquisitions. The Company has funded and will continue to fund its working capital requirements, capital expenditures and acquisitions through a combination of internally generated funds, long-term borrowings and equity financings.

Investing Activities

The Company's capital expenditures were $186.9 million for six months ended June 30, 2002. As of June 30, 2002, approximately 85% of the Company's cable network was upgraded with 550MHz to 870MHz bandwidth capacity and about 78% of the Company's homes passed were activated with two-way communications capability. As of June 30, 2002, the Company's digital cable service was available to approximately 1.5 million basic subscribers, and the Company's cable modem service was marketed to about 1.9 million homes passed by the Company's cable systems.

The Company plans to continue its aggressive network upgrade program and expects that approximately 94% of its cable network will be upgraded with 550MHz to 870MHz bandwidth capacity and about 88% of the Company's homes passed will have two-way communications capability by year end 2002. To achieve these targets and to fund other requirements, including the infrastructure for the Company's high-speed Internet service, cable modems, digital converters, new plant construction, headend eliminations, regional fiber interconnections and network repair and maintenance, the Company expects to invest between $390.0 million and $410.0 million in capital expenditures in 2002. This represents a reduction of $20.0 million to previous guidance due to enhanced labor productivity, discounts on material and equipment prices and an anticipated reduction in the purchase of customer premise equipment.

On June 29, 2001, the Company completed the acquisition of AT&T cable systems serving approximately 94,000 basic subscribers in Missouri. The purchase price for the Missouri systems was approximately $300.0 million.

On July 18, 2001, the Company completed the acquisitions of AT&T cable systems serving approximately 706,000 basic subscribers in Georgia, Illinois and Iowa. The aggregate purchase price for these cable systems was approximately $1.77 billion.

During the three months ended March 31, 2002, the Company completed acquisitions of cable systems serving approximately 3,000 basic subscribers for an aggregate purchase price of approximately $6.5 million. The cable systems serve communities contiguous with the Company's existing operations.

Financing Activities

To finance the Company's acquisitions and network upgrade program and to provide liquidity for future capital needs the Company completed the undernoted financing arrangements.

On January 24, 2001, the Company's direct and indirect subsidiaries, Mediacom LLC and Mediacom Capital Corporation, a New York corporation, completed an offering of $500.0 million of 9 1/2% senior notes due January 2013. Interest on 9 1/2% senior notes is payable semi-annually on January 15 and July 15, which commenced on July 15, 2001. Approximately $467.5 million of the net proceeds were used to repay a substantial portion of the indebtedness outstanding under the Company's bank credit facilities and related accrued interest. The balance of the net proceeds was used for general corporate purposes.

On June 27, 2001, the Company completed a public offering of 29.9 million shares of its Class A common stock at $15.22 per share for total net proceeds of approximately $432.9 million. The net proceeds from this offering were used to pay a portion of the purchase price for the acquisitions of AT&T cable systems.

On June 27, 2001, the Company completed a public offering of $172.5 million of 5 1/4% convertible senior notes due July 2006. Interest on the 5 1/4% convertible senior notes is payable semi-annually on January 1 and July 1 of each year, which commenced on January 1, 2002. The convertible senior notes are convertible at any time at the option of the holder into the Company's Class A common stock at an initial conversion rate of 53.4171 shares per $1,000 principal amount of notes, which is equivalent to a price of $18.72 per share. The conversion rate is subject to adjustment, as defined in the indenture to the convertible senior notes. The Company may redeem the convertible senior notes at 101.313% of par value from July 5, 2004 through June 30, 2005 and at par value thereafter. The net proceeds from this offering were used to pay a portion of the purchase price for the acquisitions of the AT&T cable systems.

On June 29, 2001, the Company's direct and indirect subsidiaries, Mediacom Broadband LLC and Mediacom Broadband Corporation, a Delaware corporation, completed an offering of $400.0 million of 11% senior notes due July 2013. Interest on the 11% senior notes is payable semi-annually on January 15 and July 15 of each year, which commenced on January 15, 2002. The net proceeds from this offering were used to pay a portion of the purchase price for the acquisitions of the AT&T cable systems.

The operating subsidiaries of Mediacom Broadband LLC have a $1.4 billion bank credit facility expiring in September 2010, of which $822.0 million was outstanding as of June 30, 2002. The operating subsidiaries of Mediacom LLC have two bank credit facilities, aggregating $1.1 billion, of which $680.5 million was outstanding as of June 30, 2002. Mediacom LLC's bank credit facilities expire in September 2008 and December 2008, however, their final maturities are subject to earlier repayment on dates ranging from June 2007 to December 2007 if the Company does not refinance its $200.0 million 8 1/2% senior notes due April 2008 prior to March 31, 2007.

The Company has entered into interest rate exchange agreements, which expire from 2002 through 2007, to hedge $420.0 million of floating rate debt, including $100.0 million of interest rate exchange agreements completed subsequent to June 30, 2002. Under the terms of all of the Company's interest rate exchange agreements, the Company is exposed to credit loss in the event of nonperformance by the other parties to the interest rate exchange agreements. However, the Company does not anticipate their nonperformance.

On February 4, 2002, the Company filed a registration statement with the SEC under which the Company may sell any combination of common and preferred stock, debt securities, warrants and subscription rights, for a maximum aggregate amount of $1.5 billion. The SEC declared this registration statement effective on February 13, 2002. The Company has not issued any securities under this registration statement.

As of June 30, 2002, the Company's total debt was approximately $2.9 billion. On such date, the Company had about $990.5 million of unused credit commitments under all of its credit facilities, of which about $794.0 million could be borrowed and used for general corporate purposes under the most restrictive covenants in the Company's debt arrangements. As of the date of this report, about 62% of the Company's outstanding indebtedness is at fixed interest rates or subject to interest rate protection and the Company's weighted average cost of indebtedness, including the Company's interest rate exchange agreements, is approximately 6.6%. As of June 30, 2002, the Company was in compliance with all debt covenants.

Although the Company has not generated earnings sufficient to cover fixed charges, the Company has generated cash and obtained financing sufficient to meet its debt service, working capital, capital expenditure and acquisition requirements. The Company expects that it will continue to be able to generate funds and obtain financing sufficient to service the Company's obligations and complete any future acquisitions. There can be no assurance that the Company will be able to obtain sufficient financing, or, if it were able to do so, that the terms would be favorable to the Company.

Cumulative Effect of Accounting Change

Effective January 1, 2001, the Company adopted Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities". As a result, the Company recorded an after tax charge of approximately $1.6 million, as a change in accounting principle, in the first quarter of 2001.

Recent Accounting Pronouncements

Effective January 1, 2002, the Company adopted, Statement of Financial Accounting Standards No. 141 ("SFAS 141") "Business Combinations" and No. 142 ("SFAS 142") "Goodwill and Other Intangible Assets," which requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Adoption of SFAS 141 had no effect on the Company's results of operations or financial position as the Company accounts for all acquisitions under the purchase method. The provisions of SFAS 142 prohibit the amortization of goodwill and indefinite-lived intangible assets. Goodwill and indefinite-lived intangible assets are required to be tested annually for impairment. The Company has determined that its cable franchise costs are indefinite-lived assets. The impact of adopting SFAS 142 was to reduce amortization expense by $72.9 million for the six months ended June 30, 2002. Based on the Company's review, there has been no impairment of goodwill and indefinite-lived intangible assets under SFAS 142.

In July 2001, the FASB issued Statement of Financial Accounting Standards No. 143 ("SFAS 143"), "Accounting for Asset Retirement Obligations," which addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. SFAS 143 will become effective for fiscal years beginning after June 15, 2002. The Company does not expect that adoption of SFAS 143 will have a material impact on its results of operations or financial position.

In August 2001, the FASB issued Statements of Financial Accounting Standards No. 144 ("SFAS 144") "Accounting for the Impairment or Disposal of Long-Lived Assets," which addresses financial accounting and reporting for the impairment or disposal of long-lived assets and provides guidance on classification and accounting for such assets when held for sale or abandonment. The Company adopted this standard effective January 1, 2002 and there was no impact on its results of operations or financial position.

Inflation and Changing Prices

The Company's systems' costs and expenses are subject to inflation and price fluctuations. Such changes in costs and expenses can generally be passed through to subscribers. Programming costs have historically increased at rates in excess of inflation and are expected to continue to do so. The Company believes that under the Federal Communications Commission's existing cable rate regulations the Company may increase rates for cable television services to more than cover any increases in programming costs. However, competitive conditions and other factors in the marketplace may limit the Company's ability to increase its rates.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business, the Company uses interest rate exchange agreements in order to fix the interest rate for the duration of the contract as a hedge against interest rate volatility. As of June 30, 2002, the Company had interest rate exchange agreements with various banks pursuant to which the interest rate on $320.0 million is fixed at a weighted average rate of approximately 5.5%, plus the average applicable margin over the eurodollar rate option under the Company's bank credit agreements. Under the terms of the interest rate exchange agreements, which expire from 2002 through 2007, the Company is exposed to credit loss in the event of nonperformance by the other parties. However, the Company does not anticipate their nonperformance. At June 30, 2002, the Company would have paid approximately $9.2 million if it terminated the interest rate exchange agreements, inclusive of accrued interest. The table below provides information for the Company's long term debt. See Note 5 to the Company's consolidated financial statements.

	Expected Maturity (All dollar amounts in thousands)							
	2002	2003	2004	2005	2006	Thereafter	Total	Fair Value
Fixed rate	$ -	$ -	$ -	$ -	$ -	$ 200,000	$ 200,000	$ 184,000
Weighted average interest rate	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	
Fixed rate	$ -	$ -	$ -	$ -	$ -	$ 125,000	$ 125,000	$ 103,000
Weighted average interest rate	7.9%	7.9%	7.9%	7.9%	7.9%	7.9%	7.9%	
Fixed rate	$ -	$ -	$ -	$ -	$ -	$ 500,000	$ 500,000	$ 449,100
Weighted average interest rate	9.5%	9.5%	9.5%	9.5%	9.5%	9.5%	9.5%	
Fixed rate	$ -	$ -	$ -	$ -	$ -	$ 400,000	$ 400,000	$ 378,000
Weighted average interest rate	11.0%	11.0%	11.0%	11.0%	11.0%	11.0%	11.0%	
Fixed rate	$ -	$ -	$ -	$ -	$ 172,500	$ -	$ 172,500	$ 134,000
Weighted average interest rate	5.3%	5.3%	5.3%	5.3%	5.3%	5.3%	5.3%	
Variable rate	$ 750	$ 2,000	$ 10,500	$ 37,000	$ 187,500	$ 1,264,750	$ 1,502,500	$1,502,500
Weighted average interest rate	3.7%	3.7%	3.7%	3.7%	3.7%	3.7%	3.7%	

PART II

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On June 20, 2002, the Company held its annual meeting of stockholders to (i) elect seven directors to serve for a term of one year and (ii) ratify the selection of the Company's independent auditors for the year ending December 31, 2002.

The following individuals were elected to serve as directors for a term of one year:

	Vote For Vote	Withheld
Rocco B. Commisso	360,236,758	15,827,580
Craig S. Mitchell	374,029,830	2,034,508
William S. Morris III	374,091,276	1,973,062
Thomas V. Reifenheiser	374,203,245	1,861,093
Natale S. Ricciardi	374,203,177	1,861,161
Mark E. Stephan	374,089,946	1,974,392
Robert L. Winikoff	360,800,251	15,264,087

These individuals constituted the Company's entire Board of Directors and served as its directors immediately preceding the annual meeting.

The stockholders approved the 2001 Employee Stock Purchase Plan. The result of the vote was as follows: 374,101,578 votes were for the approval, 1,935,949 votes were against the approval and 35,411 votes abstained from the approval.

The stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent auditors for the year ending December 31, 2002. The result of the vote was as follows: 374,765,360 votes were for the selection, 496,284 votes were against the selection and 811,294 votes abstained from the selection.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

Exhibit Number	Exhibit Description
4.1	Indenture Supplement No. 1, dated as of August 6, 2002, to the Indenture relating to 11% senior notes due 2013 of Mediacom Broadband LLC and Mediacom Broadband Corporation.
4.2	Indenture Supplement No. 1, dated as of August 6, 2002, to the Indenture relating to 5.25% convertible senior notes due 2006 of the Company.

(b) Reports on Form 8-K:

The Company filed a Current Report on Form 8-K under Item 4 - Changes in Registrant's Certifying Accountant, dated April 19, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MEDIACOM COMMUNICATIONS CORPORATION

August 14, 2002 BY: /S/ MARK E. STEPHAN

Mark E. Stephan
Senior Vice President and
Chief Financial Officer

Exhibit 4.1

INDENTURE SUPPLEMENT NO. 1

Indenture Supplement No. 1 ("Indenture Supplement"), dated as of August 6, 2002, to the Indenture, dated as of June 29, 2001 (the "Indenture"), by and among Mediacom Broadband LLC and Mediacom Broadband Corporation, as issuers (the "Issuers") of the 11% Senior Notes due 2013 (the "Notes") and The Bank of New York, as trustee (the "Trustee"). Capitalized terms used herein not otherwise defined shall have the meanings given them in the Indenture and Notes.

W I T N E S S E T H:

WHEREAS, Section 901 of the Indenture provides that, pursuant to certain conditions stated therein, the Issuers and the Trustee may modify, amend or supplement the Indenture without the consent of the Holders; and

WHEREAS, the Issuers deem it desirable to amend the Indenture; and

WHEREAS, the amendment to the Indenture set forth herein is for the purpose of curing an omission, and does not require the consent of the Holders; and

WHEREAS, the recitals contained herein shall be taken as the statements of the Company and the Trustee assumes no responsibility for their correctness; and

WHEREAS, the Issuers have determined that all things necessary to make this Indenture Supplement valid and form a part of the Indenture according to its terms have been done and the Issuers have delivered to the Trustee an Officers' Certificate and Opinion of Counsel; and

WHEREAS, the Trustee has agreed based on such Officers' Certificate and Opinion of Counsel to supplement the Indenture on the terms and conditions as set forth herein though the Trustee makes no representations as to the validity or sufficiency of this Indenture Supplement.

NOW, THEREFORE, the Issuers and the Trustee hereby agree as follows for the benefit of each other and for the equal and ratable benefit of the holders of the Notes:

SECTION 1. AMENDMENT.

The first sentence of Section 1009 of the Indenture is hereby amended to add the words "and any Permitted Investment that is permitted pursuant to Section 1007" at the end of the parenthetical contained in present clause (i) thereof, which words were inadvertantly omitted from the Indenture during the preparation thereof by reason of typographical error. Said clause (i) of the first sentence of Section 1009 of the Indenture, as so amended, shall read in its entirety as follows:

> "(i) the making of any Restricted Payment (including the making of any Restricted Payment that is permitted pursuant to subclauses (1) through (14) of clause (b) of Section 1007 and any Permitted Investment that is permitted pursuant to Section 1007);"

SECTION 2. EFFECT OF AMENDMENT.

Except as expressly set forth herein, this Indenture Supplement shall not constitute a waiver or amendment of any term or condition of the Indenture or the Notes and all such terms and conditions shall remain in full force and effect and are hereby ratified and confirmed in all respects. As used herein, the terms "Indenture," "herein," "hereunder," and words of similar import, shall, unless the context otherwise requires, refer to the Indenture, as supplemented hereby.

SECTION 3. EXECUTION IN COUNTERPARTS.

This Indenture Supplement may be executed in any number of counterparts, each of which when so executed being deemed an original and all of which taken together constituting one and the same agreement.

SECTION 4. GOVERNING LAW.

This Indenture Supplement shall be governed by the laws of the State of New York without regard to the conflict of laws provisions thereof.

SECTION 5. TRUSTEE DISCLAIMER.

The Trustee accepts the amendment of the Indenture effected by this Indenture Supplement and agrees to execute the trust created by the Indenture as hereby amended, but on the terms and conditions set forth in the Indenture, including the terms and provisions defining and limiting the liabilities and responsibilities of the Trustee, which terms and provisions shall in like manner define and limit its liabilities and responsibilities in the performance of the trust created by the Indenture as hereby amended, and without limiting the generality of the foregoing, the Trustee shall not be responsible in any manner whatsoever for or with respect to any of the recitals or statements contained herein, all of which recitals or statements are made solely by the Issuers, or for or with respect to (i) the validity or sufficiency of this Indenture Supplement or any of the terms or provisions hereof, (ii) the proper authorization hereof by the Issuers by corporate action or otherwise, (iii) the due execution hereof by the Issuers or (iv) the consequences (direct or indirect and whether deliberate or inadvertent) of any amendment herein provided for, and the Trustee makes no representation with respect to any such matters.

IN WITNESS WHEREOF, the parties hereto have caused this Indenture Supplement to be executed as of the day and year first above written.

MEDIACOM BROADBAND LLC

By: Mediacom Communications Corporation,
Its Managing Member

By: /S/ MARK E. STEPHAN

Mark E. Stephan
Chief Financial Officer

MEDIACOM BROADBAND CORPORATION

By: /S/ MARK E. STEPHAN

Mark E. Stephan
Chief Financial Officer

THE BANK OF NEW YORK

By: /S/ MARIE E. TRIMBOLI

Marie E. Trimboli
Assistant Vice President

Exhibit 4.2

INDENTURE SUPPLEMENT NO. 1

Indenture Supplement No. 1 ("Indenture Supplement"), dated as of August 6, 2002, to the Indenture, dated as of June 27, 2001 (the "Indenture"), by and among Mediacom Communications Corporation, as issuer (the "Company") of the 5.25% Convertible Senior Notes due July 1, 2006 (the "Securities"), and The Bank of New York, as trustee (the "Trustee"). Capitalized terms used herein not otherwise defined shall have the meanings given them in the Indenture and Notes.

W I T N E S S E T H:

WHEREAS, Section 11.1 of the Indenture provides that, pursuant to certain conditions stated therein, the Company and the Trustee may amend or supplement the Indenture without notice to or consent of any Security holder; and

WHEREAS, the amendments to the Indenture set forth herein are for the purpose of curing a defect and inconsistency, and do not require the consent of the Security holders; and

WHEREAS, the recitals contained herein shall be taken as the statements of the Company and the Trustee assumes no responsibility for their correctness; and

WHEREAS, the Company has determined that all things necessary to make this Indenture Supplement valid and form a part of the Indenture according to its terms have been done and the Company has delivered to the Trustee an Officers' Certificate and Opinion of Counsel; and

WHEREAS, the Trustee has agreed, based on such Officers' Certificate and Opinion of Counsel, to supplement the Indenture on the terms and conditions as set forth herein though the Trustee makes no representations as to the validity or sufficiency of this Indenture Supplement.

NOW, THEREFORE, the Company and the Trustee hereby agree as follows for the benefit of each other and for the equal and ratable benefit of the Holders:

SECTION 1. AMENDMENT.

(i) The second paragraph of Section 2.8 of the Indenture is hereby amended and restated in its entirety to read as follows:

> "If a Security is replaced pursuant to Section 2.7, it ceases to be outstanding unless the Company receives proof satisfactory to it that the replaced Security is held by a bona fide purchaser."

(ii) The last sentence of Section 2.11 of the Indenture is hereby amended and restated in its entirety to read as follows:

> "All Securities which are surrendered for payment, redemption, registration of transfer or exchange or conversion shall, if surrendered to any person other than the Trustee, be delivered to the Trustee and, if not already canceled, shall promptly be canceled by the Trustee."

(iii) Section 2.12(d) of the Indenture is hereby amended and restated in its entirety to read as follows:

> "(d) Nothing in this Indenture or in the Securities shall prohibit the sale or other transfer of any Securities (including beneficial interests in Global Securities) to the Company or any of its Subsidiaries."

SECTION 2. EFFECT OF AMENDMENT.

Except as expressly set forth herein, this Indenture Supplement shall not constitute a waiver or amendment of any term or condition of the Indenture or the Notes and all such terms and conditions shall remain in full force and effect and are hereby ratified and confirmed in all respects. As used herein, the terms "Indenture," "herein," "hereunder," and words of similar import, shall, unless the context otherwise requires, refer to the Indenture, as supplemented hereby.

SECTION 3. MULTIPLE COUNTERPARTS.

The parties may sign multiple counterparts of this Indenture Supplement. Each signed counterpart shall be deemed an original, but all of them together represent the same agreement.

SECTION 4. GOVERNING LAW.

This Indenture Supplement shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to principles of conflicts of laws.

SECTION 5. TRUSTEE DISCLAIMER.

The Trustee accepts the amendment of the Indenture effected by this Indenture Supplement and agrees to execute the trust created by the Indenture as hereby amended, but on the terms and conditions set forth in the Indenture, including the terms and provisions defining and limiting the liabilities and responsibilities of the Trustee, which terms and provisions shall in like manner define and limit its liabilities and responsibilities in the performance of the trust created by the Indenture as hereby amended, and without limiting the generality of the foregoing, the Trustee shall not be responsible in any manner whatsoever for or with respect to any of the recitals or statements contained herein, all of which recitals or statements are made solely by the Company, or for or with respect to (i) the validity or sufficiency of this Indenture Supplement or any of the terms or provisions hereof, (ii) the proper authorization hereof by the Company by corporate action or otherwise, (iii) the due execution hereof by the Company or (iv) the consequences (direct or indirect and whether deliberate or inadvertent) of any amendment herein provided for, and the Trustee makes no representation with respect to any such matters.

IN WITNESS WHEREOF, the parties hereto have caused this Indenture Supplement to be executed as of the day and year first above written.

MEDIACOM COMMUNICATIONS CORPORATION

By: /S/ MARK E. STEPHAN

Mark E. Stephan
Chief Financial Officer

THE BANK OF NEW YORK

By: /S/ MARIE E. TRIMBOLI

Marie E. Trimboli
Assistant Vice President